

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-K  
ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF  
THE SECURITIES EXCHANGE ACT OF 1934  
FOR THE FISCAL YEAR ENDED DECEMBER 31, 1996

RJR NABISCO HOLDINGS CORP.  
(Exact name of registrant as specified in its charter)

DELAWARE (State or other jurisdiction of incorporation or organization)	1-10215 (Commission file number)	13-3490602 (I.R.S. Employer Identification No.)
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RJR NABISCO, INC.  
(Exact name of registrant as specified in its charter)

DELAWARE (State or other jurisdiction of incorporation or organization)	1-6388 (Commission file number)	56-0950247 (I.R.S. Employer Identification No.)
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1301 AVENUE OF THE AMERICAS  
NEW YORK, NEW YORK 10019  
(212) 258-5600  
(Address, including zip code, and telephone number, including area code,  
of the principal executive offices of RJR Nabisco Holdings Corp. and RJR  
Nabisco, Inc.)

SECURITIES REGISTERED PURSUANT TO SECTION 12(B) OF THE ACT:

TITLE OF EACH CLASS	NAME OF EACH EXCHANGE ON WHICH REGISTERED
RJR NABISCO HOLDINGS CORP.	
Common Stock, par value \$.01 per share	NewYork
Series B Depositary Shares	NewYork
Series C Depositary Shares	NewYork
RJR NABISCO, INC.	
8.30% Senior Notes due April 15, 1999 60016	NewYork
8% Notes due January 15, 2000	NewYork
8% Notes due 2001 46016	NewYork
✓ 8 5/8% Notes due 2002 87516	NewYork
✓ 7 5/8% Notes due September 15, 2003 75016	NewYork
✓ 8.75% Senior Notes due April 15, 2004 60016	NewYork
✓ 8 3/4% Notes due 2005 50016	NewYork
8 3/4% Notes due 2007 25016	NewYork
✓ 9 1/4% Debentures due 2013 50016	NewYork

SUBSIDIARIES OF THE REGISTRANTS

RJR NABISCO HOLDINGS CAPITAL TRUST I	
10% Trust Originated Preferred Securities	NewYork

SECURITIES REGISTERED PURSUANT TO SECTION 12(G) OF THE ACT:

None

INDICATE BY CHECK MARK WHETHER THE REGISTRANTS (1) HAVE FILED ALL REPORTS

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REQUIRED TO BE FILED BY SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934 DURING THE PRECEDING 12 MONTHS (OR FOR SUCH SHORTER PERIOD THAT THE REGISTRANTS WERE REQUIRED TO FILE SUCH REPORTS), AND (2) HAVE BEEN SUBJECT TO SUCH FILING REQUIREMENTS FOR THE PAST 90 DAYS. YES X NO   

INDICATE BY CHECK MARK IF DISCLOSURE OF DELINQUENT FILERS PURSUANT TO ITEM 405 OF REGULATION S-K IS NOT CONTAINED HEREIN, AND WILL NOT BE CONTAINED, TO THE BEST OF REGISTRANTS' KNOWLEDGE, IN DEFINITIVE PROXY OR INFORMATION STATEMENTS INCORPORATED BY REFERENCE IN PART III OF THIS FORM 10-K OR ANY AMENDMENT TO THIS FORM 10-K. [ X ]

THE AGGREGATE MARKET VALUE OF VOTING STOCK HELD BY NON-AFFILIATES OF RJR NABISCO HOLDINGS CORP. ON JANUARY 31, 1997 WAS APPROXIMATELY \$8.8 BILLION. CERTAIN DIRECTORS OF RJR NABISCO HOLDINGS CORP. ARE CONSIDERED AFFILIATES FOR PURPOSES OF THIS CALCULATION BUT SHOULD NOT NECESSARILY BE DEEMED AFFILIATES FOR ANY OTHER PURPOSE. NONE OF THE VOTING STOCK OF RJR NABISCO, INC. IS HELD BY ANY NON-AFFILIATE.

INDICATE THE NUMBER OF SHARES OUTSTANDING OF EACH OF THE REGISTRANTS' CLASSES OF COMMON STOCK, AS OF THE LATEST PRACTICABLE DATE: JANUARY 31, 1997:

RJR NABISCO HOLDINGS CORP.: 270,376,804 SHARES OF COMMON STOCK, PAR VALUE, \$.01  
PER SHARE  
RJR NABISCO, INC.: 3,021.86513 SHARES OF COMMON STOCK, PAR VALUE \$1,000 PER  
SHARE

RJR NABISCO, INC. MEETS THE CONDITIONS SET FORTH IN GENERAL INSTRUCTION J(1)(A) AND (B) OF FORM 10-K AND IS THEREFORE FILING THIS FORM WITH THE REDUCED DISCLOSURE FORMAT.

DOCUMENTS INCORPORATED BY REFERENCE

PORTIONS OF THE DEFINITIVE PROXY STATEMENT OF RJR NABISCO HOLDINGS CORP. TO BE FILED WITH THE SECURITIES AND EXCHANGE COMMISSION PURSUANT TO REGULATION 14A OF THE SECURITIES EXCHANGE ACT OF 1934 ON OR PRIOR TO APRIL 30, 1997 ARE INCORPORATED BY REFERENCE INTO PART III OF THIS REPORT.

[ As Paginated by Filer - ]

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